

InfuSystem Holdings, Inc
 Form 4
 October 23, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Morris Ryan J.

(Last) (First) (Middle)

C/O INFUSYSTEM HOLDINGS, INC., 31700 RESEARCH PARK DRIVE

(Street)

MADISON HEIGHTS, MI 48071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

InfuSystem Holdings, Inc [INFU]

3. Date of Earliest Transaction (Month/Day/Year)

10/15/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/15/2014		M		60,000 A \$ 1.52	124,555	D ⁽¹⁾
Common Stock	10/15/2014		F		39,061 ₍₂₎ D \$ 3.494	85,494	D ⁽¹⁾
Common Stock						535,626	I See footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock option (right to buy)	\$ 1.52	04/18/2014		M	60,000	<u>(4)</u> 08/29/2015	Common Stock	60,000
Stock option (right to buy)	\$ 3.1					<u>(6)</u> 05/08/2018	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris Ryan J. C/O INFUSYSTEM HOLDINGS, INC. 31700 RESEARCH PARK DRIVE MADISON HEIGHTS, MI 48071	X			

Signatures

/s/ Trent Smith,
attorney-in-fact

10/23/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

As an entity managed by Mr. Morris, Meson Capital Partners LLC ("Meson LLC") may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the shares held by Mr. Morris. Meson LLC disclaims beneficial ownership of such shares.

(2) Reflects the number of shares surrendered in connection with the cashless exercise of the option and tax withholding obligations for the exercised option.

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- Shares beneficially owned by Meson Capital Partners LP ("Meson LP"). As the general partner of Meson LP, Meson LLC may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Meson LP shares. Meson LLC does not own any shares of Common Stock directly and disclaims beneficial ownership of the Meson LP shares. As
- (3) managing member of Meson LLC, Mr. Morris may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) any shares of Common Stock beneficially owned by Meson LLC. Mr. Morris disclaims beneficial ownership of any shares of Common Stock beneficially owned by Meson LLC.
 - (4) The option, representing the right to purchase a total of 60,000 shares, became exercisable in twelve equal monthly installments following the August 29, 2013 date of grant.
 - (5) As an entity which is managed by Mr. Morris, Meson LLC may be deemed to have the shared power to dispose or direct the disposition of stock options owned by Mr. Morris. Meson LLC disclaims beneficial ownership of such stock options.
 - (6) The option, representing the right to purchase a total of 60,000 shares, vests in twelve equal monthly installments beginning June 8, 2014 and immediately upon a change in control.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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